



ENTERED
12/14/2017

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: : Chapter 11
:
EMAS CHIYODA SUBSEA LIMITED, *et* : Case No. 17-31146 (MI)
al., :
: (Jointly Administered)
Debtors.¹ :

**ORDER (I) APPROVING COMPROMISE BETWEEN THE PLAN ADMINISTRATOR,
SUBSEA 7 AND BHP, (II) ESTABLISHING A
RESOLUTION PROCESS FOR SUBCONTRACTOR
CLAIMS RELATING TO THE BHP ANGOSTURA PH3 PROJECT, AND
(III) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the joint motion (the “Motion”)² of the Plan Administrator, Subsea 7 and BHP, for the entry of an Order, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 9019, (i) approving a compromise between the Parties relating to the BHP Contract and the Angostura Project; (ii) establishing the date (the “BHP Notice Deadline”) by which the Known Subcontractors must serve notice that that their BHP Claim (a) relates to the Angostura Project and is payable, in whole or in part, by BHP or (b) gives rise to valid, perfected liens against the Angostura Project; and (iii) approving the form and manner of notice of the BHP Notice Deadline (the “BHP Claim Notice”); and it appearing that the relief requested in the Motion is in the best interest of the reorganized debtors and that the establishment of the BHP Notice

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number and jurisdiction of formation are as follows: EMAS CHIYODA Subsea Limited (UK) (3187); EMAS Chiyoda Subsea Inc. (Delaware) (7884); EMAS CHIYODA Subsea Marine Base LLC (Texas) (5974); Lewek Falcon Shipping Pte. Ltd. (Singapore) (041E); EMAS CHIYODA Marine Base Holding Co., LLC (Texas) (7463); EMAS Chiyoda Subsea Services Pte. Ltd. (Singapore) (333Z); EMAS-AMC Pte. Ltd. (Singapore) (0442); EMAS Saudi Arabia Ltd. (Saudi Arabia) (0669); Lewek Constellation Pte. Ltd. (Singapore) (376E); EMAS CHIYODA ROV Pte. Ltd. (Singapore) (049M); EMAS CHIYODA Subsea Services B.V. (Netherlands) (4073); EMAS CHIYODA Subsea Services (UK) Limited (Scotland) (3187); EMAS CHIYODA Subsea Services LLC (Delaware) (1728); EMAS CHIYODA Subsea (Thailand) Co., Ltd. (Thailand) (1011); Gallatin Marine Management, LLC (Delaware) (8989). The address of the Debtors’ U.S. headquarters is 825 Town & Country Ln, Suite 1500, Houston, TX 77024.

² Capitalized terms used, but not otherwise defined, herein shall have the meanings set forth in the Motion.

Deadline and the procedures set forth in the Motion are fair and reasonable and will provide good, sufficient, and proper notice to all Known Subcontractors of their rights and obligations in connection with the claims and liens they may have against BHP and the Angostura Project; and the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of this Motion having been due and sufficient under the circumstances; and upon the record therein; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is **GRANTED** and the form of the BHP Claim Notice, substantially in the form attached hereto as Exhibit "A", and the manner of providing notice of the BHP Notice Deadline proposed in the Motion, are **APPROVED**.

2. The BHP Notice Deadline, by which Known Subcontractors must serve a notice setting forth the factual and legal basis establishing that their BHP Claim (a) relates to the Angostura Project and is payable, in whole or in part, by BHP or (b) gives rise to valid, perfected liens against the Angostura Project, including factual and legal basis for asserting such BHP Claim or lien against the Angostura Project (the "Notice of BHP Claim"), is January 4, 2018 at 5:00 p.m. (prevailing Central Time), ~~which is twenty-one (21) days after entry of this Order~~ (7)

3. In the event that no timely Notice of BHP Claim is received, BHP shall deliver all of the Funds to Subsea 7 by no later than January 9, 2018, ~~which is two business days after the BHP Notice Deadline passes~~. In the event that a timely Notice of BHP Claim is received, BHP shall withhold all claimed amounts from the Funds and release the remaining balance of the Funds to Subsea 7 within two business days after the BHP Notice Deadline passes.

4. In the event that a timely Notice of BHP Claim is received, the Court shall issue a

scheduling order setting forth (a) the deadline for Subsea 7 to file a response in opposition to the Notice of BHP Claim and (b) any discovery deadlines. Any Known Subcontractor serving Notice of BHP Claim on or by the BHP Notice Deadline preserves its right to challenge the jurisdiction of the court with respect to third party releases against such party.

5. In the event that the Court determines the Known Subcontractor(s) filing a Notice of BHP Claim does/do not have a valid claim payable by BHP or a perfected lien against the Angostura Project, BHP shall deliver the Funds being withheld on account of that Notice of BHP Claim to Subsea 7 within two business days of any Court Order.

6. In the event that the Court determines any Known Subcontractor filing a Notice of BHP Claim has a valid claim against BHP or a valid, perfected lien against the Angostura Project, BHP shall be authorized to pay the claim or lien of that Subcontractor from the Funds; *provided, further*, (a) BHP shall have no obligation to pay the Known Subcontractors an aggregate amount in excess of the Funds and (b) in the event valid claims against BHP or valid perfected lien against the Angostura Project are allowed by the Court in a gross amount in excess of the Funds, the holders of such allowed claims and/or liens shall share the funds prorata. In the event that BHP pays the alleged claim or lien of any Known Subcontractor(s) from the Funds, then the claim(s) of that/those Known Subcontractor(s) shall be deemed satisfied in full and the proof(s) of claim relating to such claim(s) shall be withdrawn.

7. Within two business days of distributing the Funds in their entirety, BHP shall withdraw its proofs of claim (Proof of Claim Nos. 531 and 703).

8. Any Known Subcontractor that fails to serve the Notice of BHP Claim on or by the BHP Notice Deadline, is forever barred, estopped, and enjoined from asserting any (a) claim against BHP on account of the BHP Contract or the Angostura Project or (b) lien against the

Angostura Project. Additionally, any Known Subcontractor who fails to serve the Notice of BHP Claim on or before the BHP Notice Deadline shall not be permitted to challenge BHP's release of the Funds to the Debtors.

9. The Plan Administrator shall provide actual notice of the BHP Notice Deadline by mailing the BHP Claim Notice upon entry of this Order to the Known Subcontractors.

10. This Court shall retain jurisdiction over all matters arising out of or related to the Motion and this Order.

Dated: Houston, Texas
12/14, 2017



THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

BHP CLAIM NOTICE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: : Chapter 11
:
EMAS CHIYODA SUBSEA LIMITED, *et* : Case No. 17-31146 (MI)
al., :
: (Jointly Administered)
Debtors.³ :

BHP CLAIM NOTICE⁴

PLEASE TAKE NOTICE OF THE FOLLOWING:

On December __, 2017, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. __] (the “BHP Bar Date Order”)⁵ establishing **January __, 2018 at 5:00 p.m. (prevailing Central Time)** as the BHP Notice Deadline. The BHP Bar Date Order requires that all entities asserting that their claim (a) relates to the Angostura Project and is payable, in whole or in part, by BHP or (b) gives rise to valid, perfected liens against the Angostura Project to serve a notice to the Plan Administrator, the Plan Administrator’s counsel, Subsea 7’s counsel and BHP’s counsel setting forth the factual and legal basis for its alleged claim against BHP or its alleged valid and perfected lien against the Angostura Project (the “Notice of BHP Claim”), so that such Notice of BHP Claim is received on or before **January __, 2018 at 5:00 p.m. (prevailing Central Time)** at the following addresses:

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⁴ All capitalized terms herein shall have the meanings ascribed to them in the Joint Motion for Order (I) Approving Compromise Between the Plan Administrator, Subsea 7 and BHP, (II) Establishing A Resolution Process for Subcontractors Claims Relating to the BHP Angostura PH3 Project, and (III) Approving the Form and Manner of Notice Thereof (Doc. No. 759) (the “Motion”). A copy of the Motion is attached hereto as **Exhibit “A.”**

⁵ A copy of the BHP Bar Date Order is attached hereto as **Exhibit “B.”**

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PERSONS OR ENTITIES WHO MUST SERVE A NOTICE OF BHP CLAIM

Under the Bar Date Order, all Known Subcontractors wishing to establish that their BHP Claim (a) relates to the Angostura Project and is payable, in whole or in part, by BHP or (b) gives rise to valid, perfected liens against the Angostura Project are required to serve a Notice of BHP Claim by the BHP Notice Deadline. **Nothing herein or in the Order extends the bar date for filing claims against the Debtors, which has already passed.**

CONSEQUENCES OF FAILURE TO SERVE NOTICE OF BHP CLAIM

Any entity that is required to serve a Notice of BHP Claim, but fails to do so in a timely manner, will be forever barred, estopped, and enjoined from asserting any BHP Claim against BHP and the BHP Angostura PH3 Project. Additionally, any entity who fails to serve the Notice of BHP Claim on or before the BHP Notice Deadline shall not be permitted to challenge BHP's release of the Funds to Subsea 7.